

| <b>UNITED STATES BANKRUPTCY COURT</b><br><b>WESTERN DISTRICT OF TEXAS</b><br><b>EL PASO DIVISION</b>   |  |  |  | <b>Voluntary Petition</b>   |  |
|--|--|--|--|---|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Pinnacle Partners, L.P.</b>   |  |  | Name of Joint Debtor (Spouse) (Last, First, Middle):   |   |  |
| All Other Names used by the Debtor in the last 8 years<br>(include married, maiden, and trade names):  |  |  | All Other Names used by the Joint Debtor in the last 8 years<br>(include married, maiden, and trade names):  |   |  |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):<br><b>74-2694636</b>  |  |  | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):   |   |  |
| Street Address of Debtor (No. and Street, City, and State):<br><b>1280 Hawkins, Suite 200</b><br><b>El Paso, TX</b>  |  |  | Street Address of Joint Debtor (No. and Street, City, and State):  |   |  |
| ZIP CODE<br><b>79925</b>   |  |  | ZIP CODE   |   |  |
| County of Residence or of the Principal Place of Business:<br><b>El Paso</b>   |  |  | County of Residence or of the Principal Place of Business:   |   |  |
| Mailing Address of Debtor (if different from street address):<br><b>P.O. Box 972478</b><br><b>El Paso, TX</b>  |  |  | Mailing Address of Joint Debtor (if different from street address):  |   |  |
| ZIP CODE<br><b>79997</b>   |  |  | ZIP CODE   |   |  |
| Location of Principal Assets of Business Debtor (if different from street address above):  |  |  | ZIP CODE   |   |  |
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check one box.)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><br><input type="checkbox"/> Corporation (includes LLC and LLP)<br><br><input checked="" type="checkbox"/> Partnership<br><br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)   |  | <b>Nature of Business</b><br>(Check one box.)<br><br><input type="checkbox"/> Health Care Business<br><br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)<br><br><input type="checkbox"/> Railroad<br><br><input type="checkbox"/> Stockbroker<br><br><input type="checkbox"/> Commodity Broker<br><br><input type="checkbox"/> Clearing Bank<br><br><input checked="" type="checkbox"/> Other<br><br><b>Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). |  | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding<br><br><b>Nature of Debts</b><br>(Check one box.)<br><br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><br><input checked="" type="checkbox"/> Debts are primarily business debts. |  |
| <b>Filing Fee</b> (Check one box.)<br><br><input checked="" type="checkbox"/> Full Filing Fee attached.<br><br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. |  |  | <b>Check one box: Chapter 11 Debtors</b><br><br><input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><b>Check if:</b><br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).<br><br><b>Check all applicable boxes:</b><br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |   |  |
| <b>Statistical/Administrative Information</b><br><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.   |  |  |  | <b>THIS SPACE IS FOR COURT USE ONLY</b>   |  |
| Estimated Number of Creditors<br><br><input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  |  |  |  |   |  |
| Estimated Assets<br><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion                          |  |  |  |   |  |
| Estimated Liabilities<br><br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion                     |  |  |  |   |  |

|  |               |   |  |
|--|---------------|---|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case.)</i>   |               | Name of Debtor(s): <b>Pinnacle Partners, L.P.</b>   |  |
| <b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)   |               |   |  |
| Location Where Filed:<br><b>None</b>   | Case Number:  | Date Filed:   |  |
| Location Where Filed:  | Case Number:  | Date Filed:   |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)   |               |   |  |
| Name of Debtor:<br><b>None</b>   | Case Number:  | Date Filed:   |  |
| District:  | Relationship: | Judge:  |  |
| <div style="text-align: center;"><b>Exhibit A</b></div> <p><small>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</small></p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> |               | <div style="text-align: center;"><b>Exhibit B</b></div> <p><small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small></p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p style="text-align: center; font-size: 2em; margin-top: 20px;"><b>X</b> _____</p> <p style="text-align: right; margin-top: 10px;">Date</p> |  |
| <b>Exhibit C</b>   |               |   |  |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?   |               |   |  |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.  |               |   |  |
| <input checked="" type="checkbox"/> No.  |               |   |  |
| <b>Exhibit D</b>   |               |   |  |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)   |               |   |  |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  |               |   |  |
| If this is a joint petition:   |               |   |  |
| <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.   |               |   |  |
| <b>Information Regarding the Debtor - Venue</b><br>(Check any applicable box.)   |               |   |  |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately   |               |   |  |
| <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.   |               |   |  |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state   |               |   |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(Check all applicable boxes.)  |               |   |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  |               |   |  |
| _____<br>(Name of landlord that obtained judgment)   |               |   |  |
| _____<br>(Address of landlord)   |               |   |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire   |               |   |  |
| <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the  |               |   |  |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).   |               |   |  |

B1 (Official Form 1) (4/10)

Page 3

# **Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s): Pinnacle Partners, L.P.

## **Signatures**

### **Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

If no attorney represents me and no bankruptcy petition preparer signs the petition, I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

X

Telephone Number (If not represented by attorney)

Date

### **Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)



I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1615 are attached.



Pursuant to 11 U.S.C. § 1512, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

### **Signature of Attorney\***

X

Wiley F. James, III

Bar No.10554300

James & Haugland, P.C.  
P.O. Box 1770  
El Paso, Texas 79949-1770

Phone No(915) 632-3911

Fax(915) 641-6440

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedule is incorrect.

### **Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Pinnacle Partners, L.P.

X

Signature of Authorized Individual

Ron Bissell, President

Printed Name of Authorized Individual

Bissell Management, Inc., G.P.

Title of Authorized Individual

Date

### **Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(d), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(d) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (if the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of the 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
EL PASO DIVISION**

In re Pinnacle Partners, L.P.

Case No.

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE  | ATTACHED<br>(YES/NO) | NO. OF<br>SHEETS | ASSETS       | LIABILITIES  | OTHER |
|---|----------------------|------------------|--------------|--------------|-------|
| A - Real Property   | Yes                  | 3                | \$896,186.00 |              |       |
| B - Personal Property   | Yes                  | 4                | \$7,255.95   |              |       |
| C - Property Claimed<br>as Exempt   | No                   |                  |              |              |       |
| D - Creditors Holding<br>Secured Claims   | Yes                  | 1                |              | \$0.00       |       |
| E - Creditors Holding Unsecured<br>Priority Claims<br>(Total of Claims on Schedule E) | Yes                  | 2                |              | \$22,777.57  |       |
| F - Creditors Holding Unsecured<br>Nonpriority Claims                                 | Yes                  | 2                |              | \$425,000.00 |       |
| G - Executory Contracts and<br>Unexpired Leases                                       | Yes                  | 2                |              |              |       |
| H - Codebtors   | Yes                  | 1                |              |              |       |
| I - Current Income of<br>Individual Debtor(s)   | No                   |                  |              |              | N/A   |
| J - Current Expenditures of<br>Individual Debtor(s)                                   | No                   |                  |              |              | N/A   |
| TOTAL   |                      | 15               | \$903,441.95 | \$447,777.57 |       |

In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

### SCHEDULE A - REAL PROPERTY

| Description and Location of Property                 | Nature of Debtor's Interest in Property |  | Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption | Amount Of Secured Claim |
|--|---|--|--|-------------------------|
| 607 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 1   | Fee Simple                              |  | \$25,693.00  | \$0.00                  |
| 619 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 4   | Fee Simple                              |  | \$24,470.00  | \$0.00                  |
| 632 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 11  | Fee Simple                              |  | \$26,613.00  | \$0.00                  |
| 608 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 12  | Fee Simple                              |  | \$27,447.00  | \$0.00                  |
| 616 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 13  | Fee Simple                              |  | \$23,322.00  | \$0.00                  |
| 612 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 14  | Fee Simple                              |  | \$23,355.00  | \$0.00                  |
| 604 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 15  | Fee Simple                              |  | \$27,547.00  | \$0.00                  |
| 600 Pinnacle Peak<br>1 Pinnacle Subdivision, Lot 16  | Fee Simple                              |  | \$24,758.00  | \$0.00                  |
| 610 Agave Canyon<br>1 Pinnacle Subdivision, Lot 22   | Fee Simple                              |  | \$153,153.00   | \$0.00                  |
| 606 Agave Canyon<br>1 Pinnacle Subdivision, Lot 23   | Fee Simple                              |  | \$160,490.00   | \$0.00                  |
| 501 Pinnacle Ridge<br>1 Pinnacle Subdivision, Lot 27 | Fee Simple                              |  | \$27,361.00  | \$0.00                  |
| 509 Pinnacle Ridge<br>1 Pinnacle Subdivision, Lot 28 | Fee Simple                              |  | \$24,875.00  | \$0.00                  |
| 517 Pinnacle Ridge<br>1 Pinnacle Subdivision, Lot 29 | Fee Simple                              |  | \$25,381.00  | \$0.00                  |

In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE A - REAL PROPERTY

Continuation Sheet No. 1

| Description and Location of Property                 | Nature of Debtor's Interest in Property |  | Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption | Amount Of Secured Claim |
|--|---|--|--|-------------------------|
| 516 Pinnacle Ridge<br>1 Pinnacle Subdivision, Lot 31 | Fee Simple                              |  | \$23,581.00  | \$0.00                  |
| 508 Pinnacle Ridge<br>1 Pinnacle Subdivision, Lot 32 | Fee Simple                              |  | \$24,887.00  | \$0.00                  |
| 500 Pinnacle Ridge<br>1 Pinnacle Subdivision, Lot 33 | Fee Simple                              |  | \$32,260.00  | \$0.00                  |
| 1 Pinnacle Subdivision, Lot 34                       | Fee Simple                              |  | \$50.00  | \$0.00                  |
| 2 Pinnacle Subdivision, Lot 1 Pvt St.                | Fee Simple                              |  | \$50.00  | \$0.00                  |
| 2 Pinnacle Subdivision Lot 2 Pvt St                  | Fee Simple                              |  | \$50.00  | \$0.00                  |
| 2 Pinnacle Subdivision Lot Pvt St                    | Fee Simple                              |  | \$50.00  | \$0.00                  |
| 611 Pinnacle Peak<br>1 Pinnacle Subdivision Lot 2    | Fee Simple                              |  | \$23,263.00  | \$0.00                  |
| 615 Pinnacle Peak<br>1 Pinnacle Subdivision Lot 3    | Fee Simple                              |  | \$23,177.00  | \$0.00                  |
| 627 Pinnacle Peak<br>1 Pinnacle Subdivision Lot 5    | Fee Simple                              |  | \$23,803.00  | \$0.00                  |
| 631 Pinnacle Peak<br>1 Pinnacle Subdivision Lot 6    | Fee Simple                              |  | \$23,388.00  | \$0.00                  |
| 635 Pinnacle Peak<br>1 Pinnacle Subdivision Lot 7    | Fee Simple                              |  | \$23,917.00  | \$0.00                  |
| 636 Pinnacle Peak<br>1 Pinnacle Subdivision Lot 8    | Fee Simple                              |  | \$25,249.00  | \$0.00                  |
| 624 Pinnacle Peak<br>1 Pinnacle Subdivision Lot 9    | Fee Simple                              |  | \$23,490.00  | \$0.00                  |

Case No. \_\_\_\_\_  
(if known)

## Continuation Sheet No. 2

**Total:** **\$896,186.00**  
(Report also on Summary of Schedules)

In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE B - PERSONAL PROPERTY

| Type of Property   | None | Description and Location of Property        | Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption |
|--|------|---|--|
| 1. Cash on hand.   | X    | Smith Barney Shearson Account #XXX-XXXXX-12 | \$7,255.95   |
| 2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives. |      |   |  |
| 3. Security deposits with public utilities, telephone companies, landlords, and others.  | X    |   |  |
| 4. Household goods and furnishings, including audio, video and computer equipment.   | X    |   |  |
| 5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.  | X    |   |  |
| 6. Wearing apparel.  | X    |   |  |
| 7. Furs and jewelry.   | X    |   |  |
| 8. Firearms and sports, photographic, and other hobby equipment.   | X    |   |  |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.   | X    |   |  |
| 10. Annuities. Itemize and name each issuer.   | X    |   |  |



In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

| Type of Property  | None | Description and Location of Property | Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption |
|---|------|--------------------------------------|--|
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X    |                                      |  |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.   | X    |                                      |  |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize.   | X    |                                      |  |
| 14. Interests in partnerships or joint ventures. Itemize.   | X    |                                      |  |
| 15. Government and corporate bonds and other negotiable and non-negotiable instruments.   | X    |                                      |  |
| 16. Accounts receivable.  | X    |                                      |  |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.  | X    |                                      |  |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars.  | X    |                                      |  |

In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

| Type of Property  | None | Description and Location of Property | Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption |
|---|------|--------------------------------------|--|
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.  | X    |                                      |  |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.  | X    |                                      |  |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.  | X    |                                      |  |
| 22. Patents, copyrights, and other intellectual property. Give particulars.   | X    |                                      |  |
| 23. Licenses, franchises, and other general intangibles. Give particulars.  | X    |                                      |  |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X    |                                      |  |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories.  | X    |                                      |  |
| 26. Boats, motors, and accessories.   | X    |                                      |  |

In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

| Type of Property  | None | Description and Location of Property | Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption |
|---|------|--------------------------------------|--|
| 27. Aircraft and accessories.   | X    |                                      |  |
| 28. Office equipment, furnishings, and supplies.  | X    |                                      |  |
| 29. Machinery, fixtures, equipment, and supplies used in business.  | X    |                                      |  |
| 30. Inventory.  | X    |                                      |  |
| 31. Animals.  | X    |                                      |  |
| 32. Crops - growing or harvested. Give particulars.   | X    |                                      |  |
| 33. Farming equipment and implements.   | X    |                                      |  |
| 34. Farm supplies, chemicals, and feed.   | X    |                                      |  |
| 35. Other personal property of any kind not already listed. Itemize.  | X    |                                      |  |
| <div style="text-align: right;"> 3 continuation sheets attached<br/> (Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.) </div> |      |                                      | <b>Total &gt; \$7,255.95</b>   |

In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(If known)

### SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under: ☐ Check if debtor claims a homestead exemption that exceeds \$146,450.\*  
(Check one box)

- ☐ 11 U.S.C. § 522(b)(2)  
☐ 11 U.S.C. § 522(b)(3)

| Description of Property | Specify Law Providing Each Exemption | Value of Claimed Exemption | Current Value of Property Without Deducting Exemption |
|-------------------------|--------------------------------------|----------------------------|---|
| Not Applicable          |                                      |                            |   |
|                         |                                      | \$0.00                     | \$0.00  |

\* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cash commenced on or after the date of adjustment.

Case No. \_\_\_\_\_  
 (if known)

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

☒ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.) | CODE | DEBTOR | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|------|--------|--|------------|--------------|----------|---|---------------------------|
|  |      |        |  |            |              |          |   |                           |
|  |      |        |  |            |              |          |   |                           |
|  |      |        |  |            |              |          |   |                           |
|  |      |        |  |            |              |          |   |                           |
| Subtotal (Total of this Page) >  |      |        |  |            |              |          | \$0.00  | \$0.00                    |
| Total (Use only on last page) >  |      |        |  |            |              |          | \$0.00  | \$0.00                    |

No continuation sheets attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities)

In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(If Known)

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

### TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached )

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. §

☐ **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease or rental of property or services for personal, family, or household use,

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed

\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of

\_\_\_\_\_1\_\_\_\_\_ continuation sheets attached

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

|                  |  |
|------------------|--|
| TYPE OF PRIORITY | Taxes and Certain Other Debts Owed to Governmental Units |
|------------------|--|

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.) | CODE | DEBTOR | DATE CLAIM WAS<br>INCURRED<br>AND CONSIDERATION FOR<br>CLAIM  | CONTINGENT<br>UNLIQUIDATED<br>DISPUTED | AMOUNT<br>OF<br>CLAIM | AMOUNT<br>ENTITLED<br>TO | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY |
|---|------|--------|---|--|-----------------------|--------------------------|---|
| ACCT #xxxious<br>El Paso County Tax Assessor/Collector<br>P.O. Box 2992<br>El Paso, TX 79999                  |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Taxes</b><br>REMARKS:<br>Taxes are for various lots in<br>Pinnacle Subdivision |  | \$22,777.57           | \$0.00                   | \$22,777.57                                 |
|   |      |        |   |  |                       |                          |   |
|   |      |        |   |  |                       |                          |   |
|   |      |        |   |  |                       |                          |   |
|   |      |        |   |  |                       |                          |   |
|   |      |        |   |  |                       |                          |   |
|   |      |        |   |  |                       |                          |   |
| Sheet no. <u>1</u> of <u>1</u> continuation sheets (Totals of this page) >                                    |      |        |   |  | \$22,777.57           | \$0.00                   | \$22,777.57                                 |
| attached to Schedule of Creditors Holding Priority Claims   |      |        |   |  | \$22,777.57           |                          |   |
| (Use only on last page of the completed Schedule E.   |      |        |   |  |                       |                          |   |
| Totals >  |      |        |   |  |                       | \$0.00                   | \$22,777.57                                 |
| (Use only on last page of the completed Schedule E.   |      |        |   |  |                       |                          |   |
| If applicable, report also on the Statistical   |      |        |   |  |                       |                          |   |

Case No. \_\_\_\_\_  
 (if known)

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.) | CODE | DEBTOR | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM.<br>IF CLAIM IS SUBJECT TO<br>SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM  |
|---|------|--------|--|------------|--------------|----------|---------------------|
| ACCT #:<br>Bissell Corporation<br>P.O. Box 972478<br>El Paso, TX 79997  |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Other</b><br>REMARKS:   |            |              |          | \$340,000.00        |
| ACCT #:<br>Bissell Management<br>P.O. Box 972478<br>El Paso, TX 79997   |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Other</b><br>REMARKS:   |            |              |          | \$25,000.00         |
| ACCT #:<br>Comptroller of Public Accounts<br>111 E. 17th Street<br>Austin, TX 78774-0100                      |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Notice Only</b><br>REMARKS:   |            |              |          | \$0.00              |
| ACCT #:<br>David Aelvoet<br>Linbarger, Goggan, Blair<br>711 Navarro, Suite 300<br>San Antonio, TX 78205       |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Notice Only</b><br>REMARKS:   |            |              |          | Notice Only         |
| ACCT #:<br>Internal Revenue Service<br>P. O. Box 21126<br>Philadelphia, PA 19114                              |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Notice Only</b><br>REMARKS:   |            |              |          | \$0.00              |
| ACCT #:<br>Ron Bissell<br>P.O. Box 972478<br>El Paso, TX 79997  |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Other</b><br>REMARKS:   |            |              |          | \$60,000.00         |
| <b>Subtotal &gt;</b>  |      |        |  |            |              |          | <b>\$425,000.00</b> |
| <b>Total &gt;</b>   |      |        |  |            |              |          |                     |

(Use only on last page of the completed Schedule F.)  
 (Report also on Summary of Schedules and, if applicable, on the  
 Statistical Summary of Certain Liabilities and Related Data.)

1 continuation sheets attached



In re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.)  | CODE | DEBTOR | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM.<br>IF CLAIM IS SUBJECT TO<br>SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM   |
|--|------|--------|--|------------|--------------|----------|----------------------|
| ACCT #:<br>Todd E. Marshall<br>Ray, Valdez, McChristian<br>5822 Cromo Drive<br>El Paso, TX 79912-5502  |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Notice Only</b><br>REMARKS:   |            |              |          | Notice Only          |
| ACCT #:<br>United States Attorney<br>601 N.W. Loop 410, Suite 600<br>San Antonio, Texas 78216  |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Notice Only</b><br>REMARKS:   |            |              |          | Notice Only          |
| ACCT #:<br>United States Attorney General<br>Department of Justice<br>950 Pennsylvania Ave. N.W.<br>Washington, D.C. 20530   |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Notice Only</b><br>REMARKS:   |            |              |          | Notice Only          |
| ACCT #:<br>United States Trustee<br>P.O. Box 1539<br>San Antonio, TX 78295   |      |        | DATE INCURRED:<br>CONSIDERATION:<br><b>Trustee</b><br>REMARKS:   |            |              |          | \$0.00               |
|  |      |        |  |            |              |          |                      |
|  |      |        |  |            |              |          |                      |
| Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to<br>Schedule of Creditors Holding Unsecured Nonpriority Claims   |      |        |  |            |              |          | Subtotal > \$0.00    |
| (Use only on last page of the completed Schedule F.)<br>(Report also on Summary of Schedules and, if applicable, on the<br>Statistical Summary of Certain Liabilities and Related Data.) |      |        |  |            |              |          | Total > \$425,000.00 |

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

| NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.   | DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT. |
|--|--|
| <p><b>Agave Canyon Dev, LLC</b><br/>801 River Oaks<br/>El Paso, TX 79912</p> <p><b>Gerald &amp; Stanlee Rubin</b><br/>801 River Oaks<br/>El Paso, TX 79912</p> | <p>See Attached<br/>Contract to be REJECTED</p> <p>See attached.<br/>Contract to be REJECTED</p>   |

Attachment – Schedule G

Pinnacle Partners, L.P., Stanlee Rubin, and Gerald J. Rubin entered into a Standard Real Estate Contract dated August 27, 1999 for the purchase of a 30-acre parcel in the Pinnacle Development. Through the years, the parties engaged in a number of amendments thereto, culminating in the reinstatement and 22<sup>nd</sup> Amendment to Standard Real Estate Contract among Pinnacle, Stanlee Rubin, Gerald J. Rubin, and the assignee of the Rubins, Agave Canyon Development, L.L.C. Pursuant to the terms of the contract, Stanlee Rubin, Gerald J. Rubin and Agave agreed to construct a home on the property to be acquired from Pinnacle according to approved project plans as defined in the contract. The parties have various obligations to each under the contract and its amendments.

Case No. \_\_\_\_\_  
(if known)

### SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or

☒ Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|------------------------------|------------------------------|
|                              |                              |

B6 Declaration (Official Form 6 - Declaration) (12/07)  
in re Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

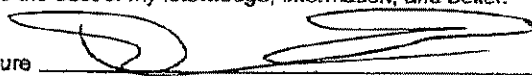
### DECLARATION CONCERNING DEBTOR'S SCHEDULES

#### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Bissell Management, Inc., G.P. of the Partnership  
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of  
17 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date Oct 14, 2010

Signature   
Ron Bissell, President  
Bissell Management, Inc., G.P.

(An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.)

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
EL PASO DIVISION**

IN RE: Pinnacle Partners, L.P.

Case No.

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| (1)  | (2)   | (3)                                     | (4)  | (5)   |
|--|---|---|--|---|
| Name of creditor and complete mailing address, including | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar | Nature of claim (trade debt, bank loan, | Indicate if claim is contingent, unliquidated, disputed, or subject to | Amount of claim [if secured also state value of security] |

|   |       |              |
|---|-------|--------------|
| Bissell Corporation<br>P.O. Box 972478<br>El Paso, TX 79997 | Other | \$340,000.00 |
|---|-------|--------------|

|   |       |             |
|---|-------|-------------|
| Ron Bissell<br>P.O. Box 972478<br>El Paso, TX 79997 | Other | \$60,000.00 |
|---|-------|-------------|

|  |       |             |
|--|-------|-------------|
| Bissell Management<br>P.O. Box 972478<br>El Paso, TX 79997 | Other | \$25,000.00 |
|--|-------|-------------|

|   |       |             |
|---|-------|-------------|
| El Paso County Tax Assessor/Collector<br>P.O. Box 2992<br>El Paso, TX 79999 | Taxes | \$22,777.57 |
|---|-------|-------------|

|   |         |        |
|---|---------|--------|
| United States Trustee<br>P.O. Box 1539<br>San Antonio, TX 78295 | Trustee | \$0.00 |
|---|---------|--------|

|   |             |        |
|---|-------------|--------|
| Internal Revenue Service<br>P. O. Box 21126<br>Philadelphia, PA 19114 | Notice Only | \$0.00 |
|---|-------------|--------|

B4 (Official Form 4) (12/07)

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
EL PASO DIVISION

IN RE: Pinnacle Partners, L.P.

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

| (1)  | (2)  | (3)                                     | (4)  | (5)   |
|--|--|---|--|---|
| Name of creditor and complete mailing address, including | Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor, if any | Nature of claim (trade debt, bank loan) | Indicate if claim is contingent, unliquidated, disputed, or subject to | Amount of claim if secured also state value of security |

Comptroller of Public  
Accounts  
111 E. 17th Street  
Austin, TX 78774-0100

Notice Only

\$0.00

DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Bissell Management, Inc., G.P. of the Partnership  
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: Oct 14, 2010

Signature:   
Ron Bissell, President  
Bissell Management, Inc., G.P.

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
EL PASO DIVISION

In re: Pinnacle Partners, L.P.

Case No. \_\_\_\_\_  
(if known)

STATEMENT OF FINANCIAL AFFAIRS

**1. Income from employment or operation of business**

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income.)

| AMOUNT       | SOURCE                    |
|--------------|---------------------------|
| \$101.77     | 2008 Gross Income         |
| \$938,058.41 | 2009 Gross Income         |
| \$26.57      | 2010 Gross Income to Date |

**2. Income other than from employment or operation of business**

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse

| AMOUNT         | SOURCE                |
|----------------|-----------------------|
| \$1,000,000.00 | Residential Lot Sales |
| \$179.00       | Interest Income       |

**3. Payments to creditors**

*Complete a. or b., as appropriate, and c.*

None ☒ a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account

None ☒ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency.

None ☐ c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both

| NAME AND ADDRESS OF CREDITOR<br>AND RELATIONSHIP TO DEBTOR               | DATE OF<br>PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|--|--------------------|-------------|--------------------|
| Ronald Bissell (Limited Partner)<br>P.O. Box 972478<br>El Paso, TX 79997 | October 7, 2009    | \$20,000.00 |                    |



**UNITED STATES BANKRUPTCY COURT**  
**WESTERN DISTRICT OF TEXAS**  
**EL PASO DIVISION**

In re: **Pinnacle Partners, L.P.**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 1*

|   |                                   |                     |
|---|-----------------------------------|---------------------|
| <b>Ronald Bissell (Limited Partner)</b><br><b>P.O. Box 972478</b><br><b>El Paso, TX 79997</b> | <b>October 23,</b><br><b>2009</b> | <b>\$825,000.00</b> |
|---|-----------------------------------|---------------------|

|   |                                    |                    |
|---|------------------------------------|--------------------|
| <b>Ronald Bissell (Limited Partner)</b><br><b>P.O. Box 972478</b><br><b>El Paso, TX 79997</b> | <b>December 23,</b><br><b>2009</b> | <b>\$34,000.00</b> |
|---|------------------------------------|--------------------|

**4. Suits and administrative proceedings, executions, garnishments and attachments**

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both

| <b>CAPTION OF SUIT AND<br/>CASE NUMBER</b>   | <b>NATURE OF PROCEEDING</b> | <b>COURT OR AGENCY<br/>AND LOCATION</b>                  | <b>STATUS OR<br/>DISPOSITION</b> |
|--|-----------------------------|--|----------------------------------|
| <b>Pinnacle Partners, L.P. vs.<br/>Stanlee Rubin, Gerald J. Rubin<br/>and Agave Canyon<br/>Development, LLC; Cause No.<br/>2006-1664</b> | <b>Breach of Contract</b>   | <b>205th District Court of<br/>El Paso County, Texas</b> | <b>Pending</b>                   |

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning

**5. Repossessions, foreclosures and returns**

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must

**6. Assignments and receiverships**

None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property

**7. Gifts**

None ☒ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100

**8. Losses**

None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both

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**UNITED STATES BANKRUPTCY COURT**  
**WESTERN DISTRICT OF TEXAS**  
**EL PASO DIVISION**

In re: **Pinnacle Partners, L.P.**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 2*

**9. Payments related to debt counseling or bankruptcy**

None

☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the

**NAME AND ADDRESS OF PAYEE**  
**James & Haugland, P.C.**  
**P.O. Box 1770**  
**El Paso, Texas 79949-1770**

**DATE OF PAYMENT,**

**NAME OF PAYER IF**  
**OTHER THAN DEBTOR**  
**October 8, 2010**

**AMOUNT OF MONEY OR DESCRIPTION**  
**AND VALUE OF PROPERTY**  
**\$50,000.00**

**10. Other transfers**

None

☒

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12

None

☒

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or

**11. Closed financial accounts**

None

☒

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations,

**12. Safe deposit boxes**

None

☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or

**13. Setoffs**

None

☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether

**14. Property held for another person**

None

☒

List all property owned by another person that the debtor holds or controls.

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**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
EL PASO DIVISION**

In re: **Pinnacle Partners, L.P.**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 3*

**15. Prior address of debtor**

None ☐ If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address

**ADDRESS**

**5848 Acacia Circle, Suite A-200  
El Paso, Texas 79912**

**NAME USED**

**Pinnacle Partners, L.P.**

**DATES OF OCCUPANCY**

**2002 through  
August 14,  
2008**

**16. Spouses and Former Spouses**

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the

**17. Environmental Information**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material.

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
EL PASO DIVISION**

In re: **Pinnacle Partners, L.P.**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 4*

**18. Nature, location and name of business**

None

- ☒ a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. §

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

**19. Books, records and financial statements**

None

- ☐ a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the

**NAME AND ADDRESS**  
**Andrew Haddad, CPA**  
**Bixler & Company, LLP**  
**1280 Hawkins, Suite 200**  
**El Paso, Texas 79925**

**DATES SERVICES RENDERED**

None

- ☒ b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account

None

- ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the

**NAME**  
**Bixler & Company, LLP**  
**1280 Hawkins, Suite 200**  
**El Paso, Texas 79925**

**ADDRESS**

None

- ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by

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In re: **Pinnacle Partners, L.P.**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 5*

**20. Inventories**

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the

None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

**21. Current Partners, Officers, Directors and Shareholders**

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

| NAME AND ADDRESS  | NATURE OF INTEREST | PERCENTAGE OF INTERES |
|---|--------------------|-----------------------|
| Bissell Managment, Inc.<br>P.O. Box 972478<br>El Paso, TX 79997 | General Partner    | 5%                    |
| Ronald Bissell<br>P.O. Box 972478<br>El Paso, TX 79997          | Limited Partner    | 95%                   |

None ☒ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or

**22. Former partners, officers, directors and shareholders**

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement

None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately

**23. Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the

| NAME AND ADDRESS OF RECIPIENT,<br>RELATIONSHIP TO DEBTOR | DATE AND PURPOSE<br>OF WITHDRAWAL | AMOUNT OF MONEY OR<br>DESCRIPTION AND VALUE<br>OF PROPERTY |
|--|-----------------------------------|--|
| Ronald Bissell (Limited Partner)                         | 10/07/2009 -                      | \$20,000.00  |
| P.O. Box 972478  | 10/23/2009 -                      | \$825,000.00   |
| El Paso, TX 79997  | 12/23/2009 -                      | \$34,000.00  |

**24. Tax Consolidation Group**

None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the

B7 (Official Form 7) (04/10) - Cont.

**UNITED STATES BANKRUPTCY COURT  
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EL PASO DIVISION**

In re: **Pinnacle Partners, L.P.**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 6*

**25. Pension Funds**

None



If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

*[If completed on behalf of a partnership or corporation]*

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 07 14, 2010

Signature \_\_\_\_\_

**Ron Bissell, President  
Bissell Management, Inc., G.P.**

**[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]**

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.*

*18 U.S.C. §§ 152 and 3571*

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
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IN RE: Pinnacle Partners, L.P.

CASE NO

CHAPTER 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept:

\$50,000.00

Prior to the filing of this statement I have received:

\$50,000.00

Balance Due:

\$0.00

2. The source of the compensation paid to me was:

☒ Debtor

☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor

☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with another person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

October 15, 2010

Date

Wiley F. James, III

Wiley F. James, III  
James & Haugland, P.C.

P.O. Box 1770

El Paso, Texas 79848-1770

Phone: (915) 532-3011 / Fax: (915) 541-6440

Bar No. 10554300

by Carrie W. James  
w/ perman

Ron Bissell  
Ron Bissell, President  
Bissell Management, Inc., G.P.